

United States Bankruptcy Court
Southern District of Ohio

In re Flipdaddy's, LLC

Debtor(s)

Case No. 1:18-bk-14408

Chapter 11

AMENDMENT COVER SHEET

Amendment(s) to the following petition, list(s), schedule(s) or statement(s) are transmitted herewith: **Form 206(F)** to add Four (4) creditors inadvertently not included; **Form 206(G)** to add additional leases; **Form 207 Statement of Financial Affairs; Part 1, Question 1. Gross revenue from business.** Amend gross revenue from 1/1/2018 filing date to \$7,023,260.85; Amend dates, 12/26/16 - 12/31/17 and 12/28/15 - 12/25/16; **Part 2, Question 3: Certain payments or transfers to creditors within 90 days before filing of case.** Amend to delete 3.2; Robert T. Dames as the \$425,000.00 payment was made 119 days before filing of the case; **Part 2, Question 4: Payments or other transfers of property made within 1 year before filing this case that benefited any insider.** Amend to add Payment to Robert T. Dames, \$425,000.00, on August 9, 2018; **Part 2, Question 7:** Amendment to add Guggenheim Development Services, LLC -vs- Flipdaddy's LLC, Cause No. DC 18-16434; District Court, Judicial District, Dallas, Texas. **Part 13, Question 25.1 Other business in which the debtor has or has had an interest.** Amend date 7/3/16-9/30/18. **Part 13, Question 26a.1. Books, records, and financial statements, Amend dates of service 6/17-11/30/18; Question 26b.1.** Amend date 6/17 to 11/30/18; **Question 26b.2 Books, records, and financial statements,** Add Leah Douglas, 7406 Jager Ct. Cincinnati, OH 45230, 10/15/18 to present; Mary Ann Barnett, 7406 Jager Ct., Cincinnati, OH 45230, 9/30/13-Present; **Question 20 Off-premises storage** Amend to change to David Maier, contact person; **Equity Security Holders** Amended to include address for Arthur Fuller

NOTICE OF AMENDMENT(S) TO AFFECTED PARTIES

Pursuant to Federal Rule of Bankruptcy Procedure 1009(a), I certify that notice of the filing of the amendment(s) listed above has been given this date to any and all entities affected by the amendment as follows: United States Trustee Attorney, Douglas Hawkins, 36 East Seventh, Suite 2030, Cincinnati, OH 45202; Guggenheim Development Services, LLC, 300 Internet Blvd. #570, Frisco, TX 75034; Robert Dames, 444 Ashworth Ct., Cincinnati, OH 45255; Arthur Fuller, 301 Fulling Mill Lane, Fairfield, CT 06824 and to the list of individuals and entities attached hereto.

Date: 1-11-19

/s/ Steven L. Diller

Steven L. Diller 0023320

Attorney for Debtor(s)

Diller and Rice, LLC

124 East Main Street

Van Wert, OH 45891

419-238-5025 Fax:419-238-4705

Steven@drlawllc.com; Kim@drlawllc.com; Eric@drlawllc.com

**United States Bankruptcy Court
Southern District of Ohio**

In re Flipdaddy's, LLC

Debtor(s)

Case No. 1:18-bk-14408

Chapter 11

**AMENDED
DECLARATION CONCERNING DEBTOR'S SCHEDULES**

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the CEO of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing Schedule F, Schedule G, Statement of Financial Affairs and List of Equity Security Holders, consisting of 18 page(s), and that they are true and correct to the best of my knowledge, information, and belief.

Date January 11, 2019

Signature /s/ Thomas Sacco
Thomas Sacco
CEO

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C. §§ 152 and 3571.

Fill in this information to identify the case:

Debtor name Flipdaddy's, LLC

United States Bankruptcy Court for the: SOUTHERN DISTRICT OF OHIO

Case number (if known) 1:18-bk-14408

☐ Check if this is an amended filing

Official Form 206Sum
Summary of Assets and Liabilities for Non-Individuals

12/15

Part 1: Summary of Assets

1. **Schedule A/B: Assets-Real and Personal Property** (Official Form 206A/B)

1a. Real property: Copy line 88 from <i>Schedule A/B</i>	\$ 0.00
1b. Total personal property: Copy line 91A from <i>Schedule A/B</i>	\$ 1,325,812.03
1c. Total of all property: Copy line 92 from <i>Schedule A/B</i>	\$ 1,325,812.03

Part 2: Summary of Liabilities

2. Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D) Copy the total dollar amount listed in Column A, <i>Amount of claim</i> , from line 3 of <i>Schedule D</i>	\$ 1,295,527.27
3. Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)	
3a. Total claim amounts of priority unsecured claims: Copy the total claims from Part 1 from line 5a of <i>Schedule E/F</i>	\$ 176,608.48
3b. Total amount of claims of nonpriority amount of unsecured claims: Copy the total of the amount of claims from Part 2 from line 5b of <i>Schedule E/F</i>	+\$ 2,266,153.64
4. Total liabilities Lines 2 + 3a + 3b	\$ 3,738,289.39

Fill in this information to identify the case:

Debtor name Flipdaddy's, LLC

United States Bankruptcy Court for the: SOUTHERN DISTRICT OF OHIO

Case number (if known) 1:18-bk-14408

☐ Check if this is an amended filing

Official Form 206E/F

Schedule E/F: Creditors Who Have Unsecured Claims

12/15

Be as complete and accurate as possible. Use Part 1 for creditors with PRIORITY unsecured claims and Part 2 for creditors with NONPRIORITY unsecured claims. List the other party to any executory contracts or unexpired leases that could result in a claim. Also list executory contracts on *Schedule A/B: Assets - Real and Personal Property* (Official Form 206A/B) and on *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G). Number the entries in Parts 1 and 2 in the boxes on the left. If more space is needed for Part 1 or Part 2, fill out and attach the Additional Page of that Part included in this form.

Part 1: List All Creditors with PRIORITY Unsecured Claims

1. Do any creditors have priority unsecured claims? (See 11 U.S.C. § 507).

☐ No. Go to Part 2.

☐ Yes. Go to line 2.

Part 2: List All Creditors with NONPRIORITY Unsecured Claims

3. List in alphabetical order all of the creditors with nonpriority unsecured claims. If the debtor has more than 6 creditors with nonpriority unsecured claims, fill out and attach the Additional Page of Part 2.

3.1 Nonpriority creditor's name and mailing address

Brynmawr Bank Corporation
620 West Germantown Pike
Plymouth Meeting, PA 19462

Date(s) debt was incurred _

Last 4 digits of account number _

As of the petition filing date, the claim is: Check all that apply.

☐ Contingent

☐ Unliquidated

☐ Disputed

Basis for the claim: Guarantee of Equipment lease Orange Beach

Is the claim subject to offset? ☐ No ☐ Yes

Amount of claim

Unknown

3.2 Nonpriority creditor's name and mailing address

FD Orange Beach 859, LLC
24221 Perdido Bach Blvd.
Orange Beach, AL 36561

Date(s) debt was incurred _

Last 4 digits of account number _

As of the petition filing date, the claim is: Check all that apply.

☐ Contingent

☐ Unliquidated

☐ Disputed

Basis for the claim: Guarantee of lease of Flipdaddy's Alabama, LLC

Is the claim subject to offset? ☐ No ☐ Yes

Unknown

3.3 Nonpriority creditor's name and mailing address

Thomas J. Lynch, CAE
20 Starview Drive
Hillsborough, NJ 08844

Date(s) debt was incurred _

Last 4 digits of account number _

As of the petition filing date, the claim is: Check all that apply.

☐ Contingent

☐ Unliquidated

☐ Disputed

Basis for the claim: Convertible Note & Interest

Is the claim subject to offset? ☐ No ☐ Yes

\$25,000.00

3.4 Nonpriority creditor's name and mailing address

Woodhill Capital Corp.
13 S. Cayuga Road
Williamsville, NY 14221

Date(s) debt was incurred _

Last 4 digits of account number _

As of the petition filing date, the claim is: Check all that apply.

☐ Contingent

☐ Unliquidated

☐ Disputed

Basis for the claim: Guarantee of Equipment leases Orange Beach, Alabama

Is the claim subject to offset? ☐ No ☐ Yes

Unknown

Part 3: List Others to Be Notified About Unsecured Claims

Official Form 206E/F

Schedule E/F: Creditors Who Have Unsecured Claims

page 1 of 2

Debtor **Flipdaddy's, LLC**
Name

Case number (if known) **1:18-bk-14408**

4. List in alphabetical order any others who must be notified for claims listed in Parts 1 and 2. Examples of entities that may be listed are collection agencies, assignees of claims listed above, and attorneys for unsecured creditors.

If no others need to be notified for the debts listed in Parts 1 and 2, do not fill out or submit this page. If additional pages are needed, copy the next page.

Name and mailing address

On which line in Part 1 or Part 2 is the related creditor (if any) listed?

Last 4 digits of account number, if any

Part 4: Total Amounts of the Priority and Nonpriority Unsecured Claims

5. Add the amounts of priority and nonpriority unsecured claims.

5a. Total claims from Part 1

5b. Total claims from Part 2

5c. Total of Parts 1 and 2
Lines 5a + 5b = 5c.

Total of claim amounts	
5a.	\$ 0.00
5b. +	\$ 25,000.00
5c.	\$ 25,000.00

Fill in this information to identify the case:

Debtor name **Flipdaddy's, LLC**

United States Bankruptcy Court for the: **SOUTHERN DISTRICT OF OHIO**

Case number (if known) **1:18-bk-14408**

☐ Check if this is an amended filing

Official Form 206G

Schedule G: Executory Contracts and Unexpired Leases

12/15

Be as complete and accurate as possible. If more space is needed, copy and attach the additional page, number the entries consecutively.

1. Does the debtor have any executory contracts or unexpired leases?

☐ No. Check this box and file this form with the debtor's other schedules. There is nothing else to report on this form.

☒ Yes. Fill in all of the information below even if the contacts of leases are listed on *Schedule A/B: Assets - Real and Personal* (Official Form 206A/B). *Property*

2. List all contracts and unexpired leases

State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease

2.1. State what the contract or lease is for and the nature of the debtor's interest **Equipment lease
Orange Beach**

State the term remaining **5/15/2021**

List the contract number of any government contract

**Alliance Funding Group
(Pawnee Leasing)
3745 W. Chapron Avenue, Suite 200
Orange, CA 92868**

2.2. State what the contract or lease is for and the nature of the debtor's interest **Kitchen Equipment
Newport**

State the term remaining **3/25/20**

List the contract number of any government contract

**Amerifund
2275 Half Day Road #343
Bannockburn, IL 60015**

2.3. State what the contract or lease is for and the nature of the debtor's interest **POS Systems; all
restaurants and kitchen
equipment, Orange
Beach**

State the term remaining **5/15/2021**

List the contract number of any government contract

**Ascentium Capital, LLC
23970 Highway 59 N
Kingwood, TX 77339**

2.4. State what the contract or lease is for and the nature of the debtor's interest **Corporate Office Lease**

State the term remaining **Month to Month**

List the contract number of any government contract

**Connie Krebs
1162 Shayler Woods Drive
Batavia, OH 45103**

Debtor 1 **Flipdaddy's, LLC**

First Name

Middle Name

Last Name

Case number (if known) **1:18-bk-14408**

Additional Page if You Have More Contracts or Leases

2. List all contracts and unexpired leases

State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease

2.5. State what the contract or lease is for and the nature of the debtor's interest **Newport Restaurant Lease**

State the term remaining **7/28/2024**

List the contract number of any government contract

**IRC Retail Centers
PO Box 6351
Carol Stream, IL 60197**

2.6. State what the contract or lease is for and the nature of the debtor's interest **Fire system inspection and maintenance**

State the term remaining **5/6/2021**

List the contract number of any government contract

**Koorsen Fire and Security
10608 Millington Court
Cincinnati, OH 45242**

2.7. State what the contract or lease is for and the nature of the debtor's interest **Symmes Restaurant Lease**

State the term remaining **4/30/2021**

List the contract number of any government contract

**KTM II, LLC
c/o UBS Financial Services
184 Liberty Corner Road, 1st floor
Warren, NJ 07059**

2.8. State what the contract or lease is for and the nature of the debtor's interest **Equipment leases for Orange Beach and Symmes**

State the term remaining **10/23/2020 and 5/15/2021**

List the contract number of any government contract

**M-2 Lease Funds, LLC
175 N. Patrick Blvd., Suite 140
Brookfield, WI 53045**

2.9. State what the contract or lease is for and the nature of the debtor's interest **Union Restaurant Lease**

State the term remaining **4/7/2023**

List the contract number of any government contract

**Marshmallow Products, Inc.
684 Dunwoodie Drive
Cincinnati, OH 45230**

2.10. State what the contract or lease is for and the nature of the debtor's interest **Equipment lease Orange Beach**

State the term remaining **5/15/2020**

List the contract number of any

**Navitas Credit Corp.
203 Ft. Wade Road, Suite 300
Ponte Vedra, FL 32081**

Debtor 1 **Flipdaddy's, LLC**

First Name

Middle Name

Last Name

Case number (if known) **1:18-bk-14408**

Additional Page if You Have More Contracts or Leases

2. List all contracts and unexpired leases

State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease

government contract

2.11. State what the contract or lease is for and the nature of the debtor's interest **Equipment Lease Orange Beach**

State the term remaining **5/15/2022**

List the contract number of any government contract

**Targeted Lease Capital
550 Main Street, Suite 300
Williamville, NY 14221**

2.12. State what the contract or lease is for and the nature of the debtor's interest **Lease of Mariemont Restaurant to Robert Dames; assumed by Debtor**

State the term remaining **6/30/24**

List the contract number of any government contract

**The Myers Y Cooper Company
9301 Montgomery Rd. Suite 2B
Cincinnati, OH 45242**

2.13. State what the contract or lease is for and the nature of the debtor's interest **Copier at corporate and AC Unit at Marimont**

State the term remaining **3/15/2020 and 6/1/2022**

List the contract number of any government contract

**US Bank Equipment Financial
1310 Madrid Street
Marshall, MN 56258**

Fill in this information to identify the case:	
Debtor name	Flipdaddy's, LLC
United States Bankruptcy Court for the:	SOUTHERN DISTRICT OF OHIO
Case number (if known)	1:18-bk-14408

☒ Check if this is an amended filing

Official Form 207

Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy

04/16

The debtor must answer every question. If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and case number (if known).

Part 1: Income

1. Gross revenue from business

☐ None.

Identify the beginning and ending dates of the debtor's fiscal year, which may be a calendar year

Sources of revenue
Check all that apply

Gross revenue
(before deductions and exclusions)

From the beginning of the fiscal year to filing date:
From **1/01/2018** to **Filing Date**

☐ Operating a business

\$7,023,260.85

☒ Other **Flipdaddy's**

For prior year:
From **12/26/16** to **12/31/2017**

☐ Operating a business

\$7,649,724.07

☒ Other **Flipdaddy's**

For year before that:
From **12/28/15** to **12/25/2016**

☐ Operating a business

\$7,621,720.73

☒ Other **Flipdaddy's**

2. Non-business revenue

Include revenue regardless of whether that revenue is taxable. *Non-business income* may include interest, dividends, money collected from lawsuits, and royalties. List each source and the gross revenue for each separately. Do not include revenue listed in line 1.

☒ None.

Description of sources of revenue

Gross revenue from each source
(before deductions and exclusions)

Part 2: List Certain Transfers Made Before Filing for Bankruptcy

3. Certain payments or transfers to creditors within 90 days before filing this case

List payments or transfers—including expense reimbursements—to any creditor, other than regular employee compensation, within 90 days before filing this case unless the aggregate value of all property transferred to that creditor is less than \$6,425. (This amount may be adjusted on 4/01/19 and every 3 years after that with respect to cases filed on or after the date of adjustment.)

☐ None.

Creditor's Name and Address

Dates

Total amount of value

Reasons for payment or transfer
Check all that apply

Debtor **Flipdaddy's, LLC**Case number (if known) **1:18-bk-14408**

Creditor's Name and Address	Dates	Total amount of value	Reasons for payment or transfer Check all that apply
3.1. See Attached Exhibit A		\$0.00	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input type="checkbox"/> Suppliers or vendors <input type="checkbox"/> Services <input type="checkbox"/> Other___

4. Payments or other transfers of property made within 1 year before filing this case that benefited any insider

List payments or transfers, including expense reimbursements, made within 1 year before filing this case on debts owed to an insider or guaranteed or cosigned by an insider unless the aggregate value of all property transferred to or for the benefit of the insider is less than \$6,425. (This amount may be adjusted on 4/01/19 and every 3 years after that with respect to cases filed on or after the date of adjustment.) Do not include any payments listed in line 3. *Insiders* include officers, directors, and anyone in control of a corporate debtor and their relatives; general partners of a partnership debtor and their relatives; affiliates of the debtor and insiders of such affiliates; and any managing agent of the debtor. 11 U.S.C. § 101(31).

☐ None.

Insider's name and address Relationship to debtor	Dates	Total amount of value	Reasons for payment or transfer
4.1. See Attached Exhibit B		\$0.00	
4.2. Robert Dames 444 Ashworth Ct. Cincinnati, OH 45255 unrelated third party	August 9, 2018	\$425,000.00	Settlement on litigation claim and purchase of membership interest.

5. Repossessions, foreclosures, and returns

List all property of the debtor that was obtained by a creditor within 1 year before filing this case, including property repossessed by a creditor, sold at a foreclosure sale, transferred by a deed in lieu of foreclosure, or returned to the seller. Do not include property listed in line 6.

☒ None

Creditor's name and address	Describe of the Property	Date	Value of property
-----------------------------	--------------------------	------	-------------------

6. Setoffs

List any creditor, including a bank or financial institution, that within 90 days before filing this case set off or otherwise took anything from an account of the debtor without permission or refused to make a payment at the debtor's direction from an account of the debtor because the debtor owed a debt.

☒ None

Creditor's name and address	Description of the action creditor took	Date action was taken	Amount
-----------------------------	---	-----------------------	--------

Part 3: Legal Actions or Assignments**7. Legal actions, administrative proceedings, court actions, executions, attachments, or governmental audits**

List the legal actions, proceedings, investigations, arbitrations, mediations, and audits by federal or state agencies in which the debtor was involved in any capacity—within 1 year before filing this case.

☐ None.

Case title Case number	Nature of case	Court or agency's name and address	Status of case
7.1. Robert T. Dames, -vs- Thomas B. Kearney, et al A1804099	Settlement Agreement	Hamilton County 1000 Main Street Room 410 Cincinnati, OH 45202	<input type="checkbox"/> Pending <input type="checkbox"/> On appeal <input checked="" type="checkbox"/> Concluded
7.2. Free Tourist Book, -vs- Flipdaddy's Burgers & Beers 05-SM-2018-902943.00	Civil	Baldwin County Alabama	<input checked="" type="checkbox"/> Pending <input type="checkbox"/> On appeal <input type="checkbox"/> Concluded

Debtor **Flipdaddy's, LLC**

Case number (if known) **1:18-bk-14408**

Case title Case number	Nature of case	Court or agency's name and address	Status of case
7.3. Guggenheim Development Services, LLC -vs- Flipdaddy's, LLC Cause No. DC 18-16434	Civil	District Court Judicial District Dallas, TX	<input checked="" type="checkbox"/> Pending <input type="checkbox"/> On appeal <input type="checkbox"/> Concluded

8. Assignments and receivership

List any property in the hands of an assignee for the benefit of creditors during the 120 days before filing this case and any property in the hands of a receiver, custodian, or other court-appointed officer within 1 year before filing this case.

☒ None

Part 4: Certain Gifts and Charitable Contributions

9. List all gifts or charitable contributions the debtor gave to a recipient within 2 years before filing this case unless the aggregate value of the gifts to that recipient is less than \$1,000

☐ None

Recipient's name and address	Description of the gifts or contributions	Dates given	Value
9.1. Putting for Parkinson's		8/27/2018	\$328.58
Recipients relationship to debtor None			
9.2. United Way		10/11/2018	\$200.00
Recipients relationship to debtor None			

Part 5: Certain Losses

10. All losses from fire, theft, or other casualty within 1 year before filing this case.

☐ None

Description of the property lost and how the loss occurred	Amount of payments received for the loss <small>If you have received payments to cover the loss, for example, from insurance, government compensation, or tort liability, list the total received. List unpaid claims on Official Form 106A/B (Schedule A/B: Assets – Real and Personal Property).</small>	Dates of loss	Value of property lost
Food Spoilage		10/9/2018	\$13,696.00
Repairs		9/12/2018	\$10,164.98

Part 6: Certain Payments or Transfers

11. Payments related to bankruptcy

List any payments of money or other transfers of property made by the debtor or person acting on behalf of the debtor within 1 year before the filing of this case to another person or entity, including attorneys, that the debtor consulted about debt consolidation or restructuring, seeking bankruptcy relief, or filing a bankruptcy case.

☐ None.

Who was paid or who received the transfer? Address	If not money, describe any property transferred	Dates	Total amount or value
---	---	-------	-----------------------

Debtor **Flipdaddy's, LLC**

Case number (if known) **1:18-bk-14408**

	Who was paid or who received the transfer? Address	If not money, describe any property transferred	Dates	Total amount or value
11.1.	Diller and Rice, LLC 124 East Main Street Van Wert, OH 45891	Attorney Fees;	11/13/2018	\$7,258.16
	Email or website address Steven@drlawllc.com; Kim@drlawllc.com; Eric@drlawllc.com			
	Who made the payment, if not debtor?			
11.2.	Diller and Rice, LLC 124 East Main Street Van Wert, OH 45891	Retainer Fee	11/30/18	\$15,000.00
	Email or website address Steven@drlawllc.com; Kim@drlawllc.com; Eric@drlawllc.com			
	Who made the payment, if not debtor? Thomas Kearney			

12. Self-settled trusts of which the debtor is a beneficiary

List any payments or transfers of property made by the debtor or a person acting on behalf of the debtor within 10 years before the filing of this case to a self-settled trust or similar device.
Do not include transfers already listed on this statement.

☒ None.

Name of trust or device	Describe any property transferred	Dates transfers were made	Total amount or value
-------------------------	-----------------------------------	---------------------------	-----------------------

13. Transfers not already listed on this statement

List any transfers of money or other property by sale, trade, or any other means made by the debtor or a person acting on behalf of the debtor within 2 years before the filing of this case to another person, other than property transferred in the ordinary course of business or financial affairs. Include both outright transfers and transfers made as security. Do not include gifts or transfers previously listed on this statement.

☒ None.

Who received transfer? Address	Description of property transferred or payments received or debts paid in exchange	Date transfer was made	Total amount or value
-----------------------------------	--	------------------------	-----------------------

Part 7: Previous Locations

14. Previous addresses

List all previous addresses used by the debtor within 3 years before filing this case and the dates the addresses were used.

☒ Does not apply

Address	Dates of occupancy From-To
---------	-------------------------------

Part 8: Health Care Bankruptcies

15. Health Care bankruptcies

Is the debtor primarily engaged in offering services and facilities for:

- diagnosing or treating injury, deformity, or disease, or
- providing any surgical, psychiatric, drug treatment, or obstetric care?

Debtor **Flipdaddy's, LLC**

Case number (if known) **1:18-bk-14408**

- ☒ No. Go to Part 9.
☐ Yes. Fill in the information below.

Facility name and address

Nature of the business operation, including type of services the debtor provides

If debtor provides meals and housing, number of patients in debtor's care

Part 9: Personally Identifiable Information

16. Does the debtor collect and retain personally identifiable information of customers?

- ☒ No.
☐ Yes. State the nature of the information collected and retained.

17. Within 6 years before filing this case, have any employees of the debtor been participants in any ERISA, 401(k), 403(b), or other pension or profit-sharing plan made available by the debtor as an employee benefit?

- ☒ No. Go to Part 10.
☐ Yes. Does the debtor serve as plan administrator?

Part 10: Certain Financial Accounts, Safe Deposit Boxes, and Storage Units

18. Closed financial accounts

Within 1 year before filing this case, were any financial accounts or instruments held in the debtor's name, or for the debtor's benefit, closed, sold, moved, or transferred? Include checking, savings, money market, or other financial accounts; certificates of deposit; and shares in banks, credit unions, brokerage houses, cooperatives, associations, and other financial institutions.

<input type="checkbox"/> None	Financial Institution name and Address	Last 4 digits of account number	Type of account or instrument	Date account was closed, sold, moved, or transferred	Last balance before closing or transfer
18.1.	PNC Bank PO Box 609 Pittsburgh, PA 15230	XXXX-7312	<input checked="" type="checkbox"/> Checking <input type="checkbox"/> Savings <input type="checkbox"/> Money Market <input type="checkbox"/> Brokerage <input type="checkbox"/> Other___		\$0.00

19. Safe deposit boxes

List any safe deposit box or other depository for securities, cash, or other valuables the debtor now has or did have within 1 year before filing this case.

- ☒ None

Depository institution name and address	Names of anyone with access to it Address	Description of the contents	Do you still have it?
---	---	-----------------------------	-----------------------

20. Off-premises storage

List any property kept in storage units or warehouses within 1 year before filing this case. Do not include facilities that are in a part of a building in which the debtor does business.

- ☐ None

Facility name and address	Names of anyone with access to it	Description of the contents	Do you still have it?
Harris Warehousing 4261 Crawford Avenue Cincinnati, OH 45223	David Maier	Inventory - See Attached Exhibit	<input type="checkbox"/> No <input checked="" type="checkbox"/> Yes

Debtor Flipdaddy's, LLC

Case number (if known) 1:18-bk-14408

Part 11: Property the Debtor Holds or Controls That the Debtor Does Not Own

21. Property held for another

List any property that the debtor holds or controls that another entity owns. Include any property borrowed from, being stored for, or held in trust. Do not list leased or rented property.

☒ None

Part 12: Details About Environment Information

For the purpose of Part 12, the following definitions apply:

Environmental law means any statute or governmental regulation that concerns pollution, contamination, or hazardous material, regardless of the medium affected (air, land, water, or any other medium).

Site means any location, facility, or property, including disposal sites, that the debtor now owns, operates, or utilizes or that the debtor formerly owned, operated, or utilized.

Hazardous material means anything that an environmental law defines as hazardous or toxic, or describes as a pollutant, contaminant, or a similarly harmful substance.

Report all notices, releases, and proceedings known, regardless of when they occurred.

22. Has the debtor been a party in any judicial or administrative proceeding under any environmental law? Include settlements and orders.

☒ No.
☐ Yes. Provide details below.

Case title Case number	Court or agency name and address	Nature of the case	Status of case
---------------------------	-------------------------------------	--------------------	----------------

23. Has any governmental unit otherwise notified the debtor that the debtor may be liable or potentially liable under or in violation of an environmental law?

☒ No.
☐ Yes. Provide details below.

Site name and address	Governmental unit name and address	Environmental law, if known	Date of notice
-----------------------	---------------------------------------	-----------------------------	----------------

24. Has the debtor notified any governmental unit of any release of hazardous material?

☒ No.
☐ Yes. Provide details below.

Site name and address	Governmental unit name and address	Environmental law, if known	Date of notice
-----------------------	---------------------------------------	-----------------------------	----------------

Part 13: Details About the Debtor's Business or Connections to Any Business

25. Other businesses in which the debtor has or has had an interest

List any business for which the debtor was an owner, partner, member, or otherwise a person in control within 6 years before filing this case. Include this information even if already listed in the Schedules.

☐ None

Business name address	Describe the nature of the business	Employer identification number Do not include Social Security number or ITIN.
25.1. Flipdaddy's Alabama, LCC 2102 US Hwy. 98 Daphne, AL	Restaurant	Dates business existed EIN: From-To 7/3/18 - 9/30/18

26. Books, records, and financial statements

26a. List all accountants and bookkeepers who maintained the debtor's books and records within 2 years before filing this case.

☐ None

Debtor Flipdaddy's, LLC

Case number (if known) 1:18-bk-14408

Name and address	Date of service From-To
26a.1. Bookwerks 1311 Vine St. Cincinnati, OH 45202	6/17 - 11/30/18
26a.2. Two Heads 1311 Vine St. Cincinnati, OH 45202	11/16 - 12/17

26b. List all firms or individuals who have audited, compiled, or reviewed debtor's books of account and records or prepared a financial statement within 2 years before filing this case.

☐ None

Name and address	Date of service From-To
26b.1. Bookwerks 1311 Vine St. Cincinnati, OH 45202	6/17 to 11/30/18
26b.2. BDO 221 E. 4th St. #2600 Cincinnati, OH 45202	On going
26b.3. Plante-Moran 537 E. Pete Rose Way Cincinnati, OH 45202	August, 2018
Leah Douglas 7406 Jager Ct. Cincinnati, OH 45230	10/15/18 - present
Mary Ann Barnett 7406 Jager Ct. Cincinnati, OH 45230	9/30/13- present

26c. List all firms or individuals who were in possession of the debtor's books of account and records when this case is filed.

☐ None

Name and address	If any books of account and records are unavailable, explain why
26c.1. Same As Above	

26d. List all financial institutions, creditors, and other parties, including mercantile and trade agencies, to whom the debtor issued a financial statement within 2 years before filing this case.

☐ None

Name and address
26d.1. See Attached

27. Inventories

Have any inventories of the debtor's property been taken within 2 years before filing this case?

- ☐ No
☒ Yes. Give the details about the two most recent inventories.

Debtor **Flipdaddy's, LLC**

Case number (if known) **1:18-bk-14408**

	Name of the person who supervised the taking of the inventory	Date of inventory	The dollar amount and basis (cost, market, or other basis) of each inventory
27.1	Ben Kerr	11/4/2018	\$11,602.51
	Name and address of the person who has possession of inventory records Set Brooksbank		
27.2	Amy Mills	11/12/2018	\$13,676.79
	Name and address of the person who has possession of inventory records Will Loichinger		
27.3	Scott Moody	11/4/2018	\$12,362.86
	Name and address of the person who has possession of inventory records Devin Keith		
27.4	Jesse Onate	11/11/2018	\$12,829.74
	Name and address of the person who has possession of inventory records Eric McQuinn		
27.5	Ben Kerr	11/4/2018	\$7,678.84
	Name and address of the person who has possession of inventory records Ben Kerr		
27.6	Amy Mills	10/28/2018	\$6,527.61
	Name and address of the person who has possession of inventory records Amy Mills		

28. List the debtor's officers, directors, managing members, general partners, members in control, controlling shareholders, or other people in control of the debtor at the time of the filing of this case.

Name	Address	Position and nature of any interest	% of interest, if any
KTM, LLC	7844 Classics Drive Naples, FL 34113	Class A	58.9%

Debtor Flipdaddy's, LLC

Case number (if known) 1:18-bk-14408

Name	Address	Position and nature of any interest	% of interest, if any
Thomas A. Collett	2215 Cedar Springs #801 Dallas, TX 75201	Class B	6.8%
The Fortuity Group, LLC	151 W. Congress Street, Suite #420 Detroit, MI 48266	Class B	10.2%
Pamm Kelley and Chris Kelley	49 Woodhill Road Wilton, CT 06897	Class B	6.8%
John Kearney	1781 Pebble Beach Drive #314 Fort Myers, FL 33907	Class B	6.8%

29. Within 1 year before the filing of this case, did the debtor have officers, directors, managing members, general partners, members in control of the debtor, or shareholders in control of the debtor who no longer hold these positions?

- ☐ No
☒ Yes. Identify below.

Name	Address	Position and nature of any interest	Period during which position or interest was held
Robert T. Dames	444 Ashworth Ct. Cincinnati, OH 45255	President	Terminated 6-21-18
Edward Biery	3475 Lindenwood Dr. Erlanger, KY 41018	COO	Terminated 3/15/2018

30. Payments, distributions, or withdrawals credited or given to insiders

Within 1 year before filing this case, did the debtor provide an insider with value in any form, including salary, other compensation, draws, bonuses, loans, credits on loans, stock redemptions, and options exercised?

- ☐ No
☒ Yes. Identify below.

Name and address of recipient	Amount of money or description and value of property	Dates	Reason for providing the value
30.1 Robert T. Dames Former member and President	425,000.00	8/9/18	Stock Redemption and settlement

31. Within 6 years before filing this case, has the debtor been a member of any consolidated group for tax purposes?

- ☒ No
☐ Yes. Identify below.

Name of the parent corporation	Employer Identification number of the parent corporation
--------------------------------	--

Debtor Flipdaddy's, LLC

Case number (if known) 1:18-bk-14408

32. Within 6 years before filing this case, has the debtor as an employer been responsible for contributing to a pension fund?

- ☒ No
☐ Yes. Identify below.

Name of the pension fund

Employer Identification number of the parent corporation

Part 14: Signature and Declaration

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

I have examined the information in this *Statement of Financial Affairs* and any attachments and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on January 11, 2019

/s/ Thomas Sacco

Signature of individual signing on behalf of the debtor

Thomas Sacco

Printed name

Position or relationship to debtor CEO

Are additional pages to *Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy* (Official Form 207) attached?

- ☐ No
☒ Yes

PDF Attachment

A PDF file has been attached to this document. This file will appear here when a PDF is created using the ECFiling button on the Print Documents window.

Pages: 2

File: Exhibit A Statement of Financial Affairs.pdf

Path: R:\CLIENTS - DILLER\FlipDaddy's\DRAFT PETITION AND SCHEDULES

PDF: R:\CLIENTS - DILLER\FlipDaddy's\DRAFT PETITION AND SCHEDULES\Exhibit A Statement of Financial Affairs.pdf

PDF Attachment

A PDF file has been attached to this document. This file will appear here when a PDF is created using the ECFiling button on the Print Documents window.

Pages: 1

File: Exhibit B Statement of Financial Affairs.pdf

Path: R:\CLIENTS - DILLER\FlipDaddy's\DRAFT PETITION AND SCHEDULES

PDFs <R:\CLIENTS - DILLER\FlipDaddy's\DRAFT PETITION AND SCHEDULES\Exhibit B Statement of Financial Affairs.pdf>

**United States Bankruptcy Court
Southern District of Ohio**

In re **Flipdaddy's, LLC**

Debtor(s)

Case No. **1:18-bk-14408**

Chapter **11**

LIST OF EQUITY SECURITY HOLDERS - AMENDED

Following is the list of the Debtor's equity security holders which is prepared in accordance with rule 1007(a)(3) for filing in this Chapter 11 Case

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
10 Yarmouth Road LLC 160 Beldon Hill Road Wilton, CT 06897	Class B	24	0.4%
Arthur Fuller 301 Fulling Mill Lane Fairfield, CT 06824	Class B	23.6111	0.4%
David Maier 332 Elm Crest Drive Milford, OH 45150	Class B	20	0.3%
Doug Reynolds 38661 N. 104th Place Scottsdale, AZ 85262	Class B	20	0.3%
Edward Beadle 168 Langford Lane East Hartford, CT 06118	Class B	11.8055	.02%
Edward Biery 3475 Lindenwood Drive Erlanger, KY 41018	Class B	260	4.4% services rendered
Iron Family Holdings, LLC 515 Anchor Rode Drive Naples, FL 34103	Class B	25	0.4%
John Kearney 1781 Pebble Beach Drive #134 Fort Myers, FL 33907	Class B	400	6.8%
KTM, LLC 7844 Classics Drive Naples, FL 34113	Class A	3,465	58.9% Cash & Services Rendered
Linda Ricca 50 Deforest Road Wilton, CT 06897	Class B	12	0.2%
Lindsay Garber 5821 Karen Lane Milford, OH 45150	Class B	10	0.2%

In re: Flipdaddy's, LLC

Case No. 1:18-bk-14408

Debtor(s)

LIST OF EQUITY SECURITY HOLDERS
(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Louis J. Manetti Trust Louis J. Manetti Trustee 317 E. Haven Street Arlington Heights, IL 60005	Class B	100	1.7%
Melissa Sullivan 1164 Creekstone Drive Batavia, OH 45103	Class B	10	0.2%
Pam Kelley & Chris Kelley 49 Woodhill Road Wilton, CT 06897	Class B	400	6.8%
Peter Andruszkiewicz 10604 Tirano Court Fort Myers, FL 33913	Class B	50	0.9%
Steven Crawford 423 Knollwood Newport, KY 41076	Class B	48	0.8%
The Fortuity Group, LLC 151 W. Congress Street, Suite #420 Detroit, MI 48226	Class B	600	10.2%
Thomas A. Collett 2215 Cedar Springs #801 Dallas, TX 75201	Class B	400	6.8%

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the **CEO** of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing List of Equity Security Holders and that it is true and correct to the best of my information and belief.

Date January 11, 2019

Signature /s/ Thomas Sacco
Thomas Sacco

*Penalty for making a false statement of concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C. §§ 152 and 3571.*

creditor.scn

Alliance Funding Group
Pawnee Leasing)
3745 W. Chapron Avenue, Suite 200
Orange, CA 92868

Amerifund
2275 Half Day Road #343
Bannockburn, IL 60015

Ascentium Capital, LLC
23970 Highway 59 N
Kingwood, TX 77339

Brynmawr Bank Corporation
620 West Germantown Pike
Plymouth Meeting, PA 19462

Connie Krebs
1162 Shayler Woods Drive
Batavia, OH 45103

FD Orange Beach 859, LLC
24221 Perdido Bach Blvd.
Orange Beach, AL 36561

IRC Retail Centers
PO Box 6351
Carol Stream, IL 60197

Koorsen Fire and Security
10608 Millington Court
Cincinnati, OH 45242

KTM II, LLC
c/o UBS Financial Services
184 Liberty Corner Road, 1st floor
Warren, NJ 07059

M-2 Lease Funds, LLC
175 N. Patrick Blvd., Suite 140
Brookfield, WI 53045

Marshmallow Products, Inc.
684 Dunwoodie Drive
Cincinnati, OH 45230

Navitas Credit Corp.
203 Ft. Wade Road, Suite 300
Ponte Vedra, FL 32081

Targeted Lease Capital
550 Main Street, Suite 300
Williamville, NY 14221

The Myers Y Cooper Company
9301 Montgomery Rd. Suite 2B
Cincinnati, OH 45242

Thomas J. Lynch, CAE
20 Starview Drive
Hillsborough, NJ 08844

US Bank Equipment Financial

creditor.scn

1310 Madrid Street
Marshall, MN 56258

Woodhill Capital Corp.
13 S. Cayuga Road
Williamsville, NY 14221